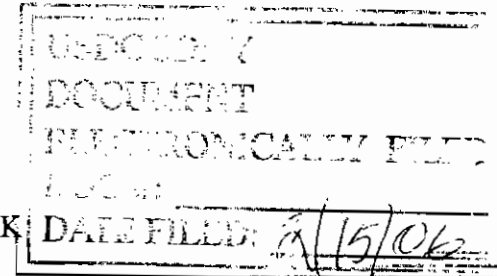


UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK



----- X
:
:
In re SONY BMG CD Technologies Litigation :
:
:
----- X

No. 05 CV 9575 (NRB)

~~HEARING~~ ORDER

At a hearing on January 6, 2006, the Court granted preliminary approval to a Settlement Agreement dated as of December 28, 2005, between Plaintiffs, on behalf of a proposed Settlement Class, and Defendants, and the Court promptly entered a Hearing Order directing that notice be disseminated to members of the Settlement Class on or before February 15, 2006. On a joint motion of class counsel and defendant SONY BMG Music Entertainment, the Court hereby amends the Settlement Agreement.


Section III.X. of the Settlement Agreement, which was added by Order of the Court dated February 1, 2006, is hereby amended to the following:

If, in particular instances, SONY BMG cannot, within a reasonable time and at commercially reasonable cost, provide (i) a non-content protected CD with the music on the XCP CD returned pursuant to Section III.B.1, or (ii) MP3 downloads of the music on an XCP CD or a MediaMax CD pursuant to Sections III.B.1, III.E or III.F, then SONY BMG will provide an alternative benefit of equivalent or greater value (with the understanding that one such alternative will be a refund of the demonstrated purchase price of the affected CD or \$15.00), in a form acceptable to Class Counsel, and in consultation with the affected class member(s). If the total number of Settlement Class Members who have filed claims and who are affected by this provision exceeds 500, then SONY BMG will be required to certify to Class Counsel that it cannot provide the requisite replacement CDs or MP3 downloads to these Settlement Class Members, or that the cost of doing so would substantially exceed the cost of providing the alternative benefit. If the total number of Settlement Class Members who have filed claims and who are affected by this provision exceeds 5,000, then Class Counsel will be entitled to receive reasonable documentary

evidence in support of SONY BMG's certification. Under no circumstances may SONY BMG provide such an alternative benefit to more than 6,000 Settlement Class Members who file claims that seek solely MediaMax Compensation.

Dated: February 14 2006

SO ORDERED, ADJUDGED AND DECREED


THE HONORABLE NAOMI REICE BUCHWALD
UNITED STATES DISTRICT JUDGE